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Marye Helen Owen

October 15, 2000

VIA HAND DELIVERY

Mr. K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

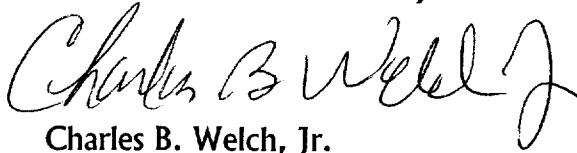
Re: **APPLICATION OF MEMPHIS NETWORKX, LLC FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE INTRASTATE TELECOMMUNICATION SERVICES AND JOINT PETITION OF MEMPHIS LIGHT GAS & WATER DIVISION, A DIVISION OF THE CITY OF MEMPHIS, TENNESSEE ("MLGW") AND A&L NETWORKS-TENNESSEE, LLC ("A&L") FOR APPROVAL OF AGREEMENT BETWEEN MLGW AND A&L REGARDING JOINT OWNERSHIP OF MEMPHIS NETWORKX, LLC.**
DOCKET NO. 99-00909

Dear Mr. Waddell:

Please accept for filing an original and thirteen (13) copies of John M. Farris' Response to the Motion to Show Cause .

If you have any questions or concerns with regard to this filing, please do not hesitate to contact me.

Very truly yours,
**FARRIS, MATHEWS, BRANAN
BOBANGO & HELLEN, P.L.C.**


Charles B. Welch, Jr.

POSTED

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

**APPLICATION OF MEMPHIS NETWORKX, LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATION SERVICES AND JOINT
PETITION OF MEMPHIS LIGHT GAS & WATER
DIVISION, A DIVISION OF THE CITY OF
MEMPHIS, TENNESSEE ("MLGW") AND A&L
NETWORKS-TENNESSEE, LLC ("A&L") FOR
APPROVAL OF AGREEMENT BETWEEN MLGW
AND A&L REGARDING JOINT OWNERSHIP OF
MEMPHIS NETWORKX, LLC.**

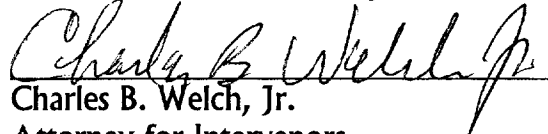
DOCKET NO. 99-00909

**RESPONSE TO MOTION TO SHOW CAUSE –
VIOLATION OF PROTECTIVE ORDER**

Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, and the Tennessee Cable Telecommunications Association ("Intervenors") submit that the Applicant and Joint Petitioners' Motion to Show Cause – Violation of Protective Order is without merit, and should be denied. In support of this response, Intervenors rely upon the Affidavit of John M. Farris, attached hereto.

Respectfully submitted,

**FARRIS, MATHEWS, BRANAN
BOBANGO & HELLEN, P.L.C.**


Charles B. Welch, Jr.

Attorney for Intervenors
618 Church Street, Ste. 300
Nashville, Tennessee 37219
(615) 726-1200

CERTIFICATE OF SERVICE

I, Charles B. Welch, Jr., hereby certify that I have served a copy of the foregoing document on the parties listed below, by either depositing copy of same in the U.S. Mail, postage prepaid or by hand delivery, as designated below, this the 16th day of October 2000.

D. Billye Sanders, Esquire
Waller Lansden et al.
511 Union Street, Suite 2100
P.O. Box 198966
Nashville, TN 37219-8966

-Served via hand delivery

Henry Walker, Esquire
Boult, Cummings, et al.
414 Union Avenue, Suite 1600
P.O. Box 198602
Nashville, TN 37219-8602

-Served via U.S. Mail

Guy M. Hicks, Esquire
BellSouth Telecommunications, Inc.
Suite 2101
333 Commerce Street
Nashville, TN 37201

-Served via U.S. Mail

John Knox Walkup, Esquire
Wyatt, Tarrant & Combs
2525 West End Avenue, Suite 1500
Nashville, TN 37203

-Served via hand delivery

R. Dale Grimes, Esquire
Bass, Berry & Sims, P.L.C.
2700 First American Center
Nashville, TN 37238

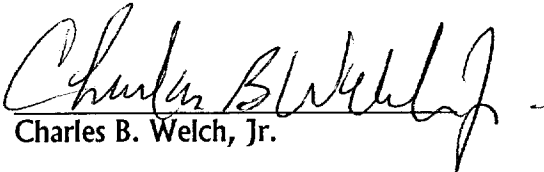
-Served via U.S. Mail

Lee J. Bloomfield, Esquire
Allen, Godwin, Morris,
Laurenzi & Bloomfield, P.C.
200 Jefferson Avenue, Suite 1400
Memphis, TN 38103

-Served via hand delivery

Vance L. Broemel, Esquire
Assistant Attorney General
Consumer Advocate Division
Cordell Hull Building, 2nd Floor
425, 5th Avenue North
Nashville, TN 37243-0500

-Served via hand delivery


Charles B. Welch, Jr.

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

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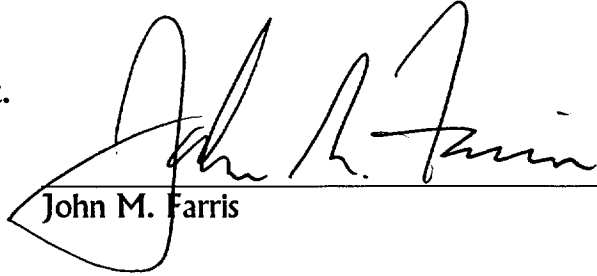
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AFFIDAVIT OF JOHN M. FARRIS

After being duly sworn, the Affiant states as follows:

During the week of October 2, 2000, a reporter from The Memphis Business Journal contacted and engaged me in a lengthy interview. At the beginning of the interview, the reporter advised me that he had recently been assigned to cover the Memphis Networkx Application, and solicited background information. An article appeared in the October 6, 2000 issue of The Memphis Business Journal that quotes me as referring to Mr. Lowe's net worth. When I read the article, I was very concerned because I did not have any independent recollection of having made the statement. To the best of my knowledge, I qualified my statements to the 1997 corporate financial statement of A&L Underground, Inc., which is a public record. Whether or not I made the statement as quoted, I did not consciously or intentionally attempt to violate the Authority's protective order.

Further affiant sayeth not.


John M. Farris


STATE OF TENNESSEE

COUNTY OF DAVIDSON

Sworn subscribed before me this the 16th day of October, 2000.

My Commission Expires:

3-23-2002


Notary Public

